



For the Year Ending December 31, 2012
OF THE CONDITION AND AFFAIRS OF THE
Midwest Health Plan, Inc.

NAIC Group Code	1311 (Current Period)	0000 (Prior Period)	NAIC Company Code	95814	Employer's ID Number	38-3123777
Organized under the Laws of	Michigan		State of Domicile or Port of Entry			Michigan
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	01/01/1994		Commenced Business		01/01/1994	
Statutory Home Office	4700 Schaefer Road Ste. 340 (Street and Number)		Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)			
Main Administrative Office			4700 Schaefer Road Ste. 340 (Street and Number)			
	Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)				(313)581-3700 (Area Code) (Telephone Number)	
Mail Address	4700 Schaefer Road Ste. 340 (Street and Number or P.O. Box)		Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records			4700 Schaefer Rd. Ste. 340 (Street and Number)			
	Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)				(313)581-3700 (Area Code) (Telephone Number)	
Internet Website Address	www.midwesthealthplan.com					
Statutory Statement Contact	Allen A. Kessler, CPA (Name)				(313)586-6064 (Area Code)(Telephone Number)(Extension)	
	akessler@midwesthealthplan.com (E-Mail Address)				(313)581-8699 (Fax Number)	

OFFICERS

<u>Name</u>	<u>Title</u>
Mark Saffer DPM	President
Jeanne Dunk	Secretary
Ronald Berry CPA	Treasurer

OTHERS

Mark H. Tucker MD

Allen A. Kessler CPA

DIRECTORS OR TRUSTEES

Mark Saffer DPM
Jeanne Dunk
John Lindsey

William Alvin
Ronald Berry CPA
Myra Gamble

State of Michigan
County of Wayne ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)
Mark Saffer

 (Printed Name)
 1.
President

 (Title)

(Signature)
 Jeanne Dunk

 (Printed Name)
 2.
 Secretary

 (Title)

(Signature)

 Ronald Berry

 (Printed Name)
 3.
 Treasurer

 (Title)

Subscribed and sworn to before me this
day of _____, 2013

a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group Subscribers:						
State of Michigan- Department of Community Health	1,101,898					1,101,898
0299997 Subtotal - Group Subscribers:	1,101,898					1,101,898
0299998 Premiums due and unpaid not individually listed						
0299999 Total group	1,101,898					1,101,898
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	1,101,898					1,101,898

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Pharmaceutical Rebate Receivable - CVS Caremark	424,777					424,777
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables	424,777					424,777
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
Capitation Arrangements Receivables						
State of Michigan - Department of Community Health Maternity Case Rate Receivable	1,654,736					1,654,763
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables	1,654,736					1,654,763
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
Medicare Plan to Plan	503					503
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables	503					503
0799999 Gross health care receivables	2,080,016					2,080,043

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)
Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
Pharmacy Benefit Manger	1,462,029					1,462,029
HRA/GME/SNAF	10,605,185					10,605,185
0199999 Total - Individually Listed Claims Unpaid	12,067,214					12,067,214
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	12,067,214					12,067,214
0599999 Unreported claims and other claim reserves						19,602,633
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						31,669,847
0899999 Accrued Medical Incentive Pool and Bonus Amounts						1,056,313

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
	N O N E						
0399999 Total gross amounts receivable .....	.....	.....	.....	.....	.....	.....	.....

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
Health Alliance Plan	Corporate Overhead	978,098	978,098	
0199999 Total - Individually listed payables	X X X	978,098	978,098	
0299999 Payables not individually listed	X X X			
0399999 Total gross payables	X X X	978,098	978,098	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	7,793,756	3.304	31,678	38.479		7,793,756
2.	Intermediaries						
3.	All other providers	71,296,923	30.221			7,721,990	63,574,933
4.	TOTAL Capitation Payments	79,090,679	33.525	31,678	38.479	7,721,990	71,368,689
Other Payments:							
5.	Fee-for-service	10,678,253	4.526	X X X	X X X	133,837	10,544,416
6.	Contractual fee payments	141,929,096	60.161	X X X	X X X	15,887,169	126,041,926
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments	4,218,062	1.788	X X X	X X X	109,885	4,108,177
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	TOTAL Other Payments	156,825,411	66.475	X X X	X X X	16,130,892	140,694,519
13.	TOTAL (Line 4 plus Line 12)	235,916,090	100.000	X X X	X X X	23,852,882	212,063,208

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
		N O N E			
9999999 Totals			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	212,419	.....	97,296	.....	115,202	.....
2.	Medical furniture, equipment and fixtures .....	.....	.....	.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....	.....	.....	.....	.....	.....	.....
4.	Durable medical equipment .....	.....	.....	.....	.....	.....	.....
5.	Other property and equipment	1,077,795	.....	693,893	.....	383,902	.....
6.	TOTAL	1,290,214	.....	791,189	.....	499,104	.....



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: Midwest Health Plan, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Group Code 1311

NAIC Company Code 95814

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	75,040	506						455	74,079	
2. First Quarter	77,127	596						506	76,025	
3. Second Quarter	78,541	710						544	77,287	
4. Third Quarter	80,075	710						593	78,772	
5. Current Year	82,326	754						635	80,937	
6. Current Year Member Months	945,228	8,144						6,618	930,466	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	476,547	1,955						7,424	467,168	
8. Non-Physician	332,815	682						4,729	327,404	
9. TOTAL	809,362	2,637						12,153	794,572	
10. Hospital Patient Days Incurred	30,955	7						786	30,162	
11. Number of Inpatient Admissions	7,738	3						151	7,584	
12. Health Premiums Written (b)	275,572,638	643,644						8,196,800	266,732,195	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	275,572,638	643,644						8,196,800	266,732,195	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	235,865,358	391,874						9,480,485	225,993,000	
18. Amount Incurred for Provision of Health Care Services	240,784,711	463,095						5,959,014	234,362,603	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....8,196,800



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR
NAIC Group Code 1311 NAIC Company Code 95814

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year	75,040	506						455	74,079	
2. First Quarter	77,127	596						506	76,025	
3. Second Quarter	78,541	710						544	77,287	
4. Third Quarter	80,075	710						593	78,772	
5. Current Year	82,326	754						635	80,937	
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13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	275,572,638	643,644						8,196,800	266,732,195	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	235,865,358	391,874						9,480,485	225,993,000	
18. Amount Incurred for Provision of Health Care Services	240,784,711	463,095						5,959,014	234,362,603	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....8,196,800

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
NONE											
0999999 Total (Sum of 0399999 and 0699999)

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
0799999 Total - Life and Annuity .....					.....	.....
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
93572	43-1235868 ...	01/01/2012	RGA REINS CO	MO	365,167	.....
1199999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					365,167	.....
1399999 Total - Accident and Health - Non-Affiliates					365,167	.....
1499999 Total - Accident and Health					365,167	.....
1599999 Total U.S. (Sum of 0199999, 0499999, 0899999 and 1199999)					365,167	.....
1699999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999 and 1299999) .....						.....
1799999 Total (Sum of 0799999 and 1499999)					365,167	.....

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
93572	43-1235868	01/01/2012	RGA REINS CO	MO	SSL/L/I	430,589						
0499999 Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates						430,589						
0699999 Total - General Account - Authorized - Non-Affiliates						430,589						
0799999 Total - General Account Authorized						430,589						
1499999 Total - General Account - Unauthorized												
2199999 Total - General Account - Certified												
2299999 Total - General Account - Authrized, Unauthorized and Certified						430,589						
2999999 Total - Separate Accounts - Authorized												
3699999 Total - Separate Accounts - Unauthorized												
4299999 Total - Separate Accounts - Certified - Non-Affiliates												
4399999 Total - Separate Accounts - Certified												
4499999 Total - Separate Accounts - Authorized, Unauthorized and Certified												
4599999 Total U.S. (Sum of 0199999, 0499999, 0899999, 1199999, 1599993, 1899999, 2399999, 2699999, 3099999, 3399999, 3799999 and 4099999)						430,589						
4699999 Total Non-U.S. (Sum of 0299999, 0599999, 0999999, 1299999, 1699999, 1999999, 2499999, 2799999, 3199999, 3499999, 3899999 and 4199999)												
4799999 Total (Sum of 2299999 and 4499999)						430,589						

33	Schedule S - Part 4	NONE
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34	Schedule S - Part 5	NONE
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35	Schedule S - Part 5 (continued)	NONE
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SCHEDULE S - PART 6
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
A. OPERATIONS ITEMS					
1. Premiums	4	1			
2. Title XVIII-Medicare	15	11	12	10	8
3. Title XIX - Medicaid	412	498	523	546	603
4. Commissions and reinsurance expense allowance					
5. TOTAL Hospital and Medical Expenses	240,392	217,028	203,845	186,491	167,137
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable				125	
8. Reinsurance recoverable on paid losses	365	111	416	125	64
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances due					
11. Unauthorized reinsurance offset					
12. Offset for reinsurance with Certified Reinsurers		X X X	X X X	X X X	X X X
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)					
14. Letters of credit (L)					
15. Trust agreements (T)					
16. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust		X X X	X X X	X X X	X X X
18. Funds deposited by and withheld from (F)		X X X	X X X	X X X	X X X
19. Letters of credit (L)		X X X	X X X	X X X	X X X
20. Trust agreements (T)		X X X	X X X	X X X	X X X
21. Other (O)		X X X	X X X	X X X	X X X

SCHEDULE S - PART 7
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	61,480,361		61,480,361
2. Accident and health premiums due and unpaid (Line 15)	1,101,898		1,101,898
3. Amounts recoverable from reinsurers (Line 16.1)	365,167	(418,494)	(53,327)
4. Net credit for ceded reinsurance	X X X	418,494	418,494
5. All other admitted assets (Balance)	3,749,902	418,494	4,168,396
6. TOTAL Assets (Line 28)	66,697,328	418,494	67,115,822
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	31,669,847		31,669,847
8. Accrued medical incentive pool and bonus payments (Line 2)	1,056,313		1,056,313
9. Premiums received in advance (Line 8)			
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			
11. Reinsurance in unauthorized companies (Line 20 minus inset amount)			
12. Reinsurance with Certified Reinsurers (Line 20 inset amount)			
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)			
14. All other liabilities (Balance)	7,148,751		7,148,751
15. TOTAL Liabilities (Line 24)	39,874,911		39,874,911
16. TOTAL Capital and Surplus (Line 33)	26,822,417	X X X	26,822,417
17. TOTAL Liabilities, Capital and Surplus (Line 34)	66,697,328		66,697,328
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid			
19. Accrued medical incentive pool			
20. Premiums received in advance			
21. Reinsurance recoverable on paid losses	418,494		
22. Other ceded reinsurance recoverables			
23. TOTAL Ceded Reinsurance Recoverables	418,494		
24. Premiums receivable			
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
26. Unauthorized reinsurance			
27. Reinsurance with Certified Reinsurers			
28. Funds held under reinsurance treaties with Certified Reinsurers			
29. Other ceded reinsurance payables/offsets			
30. TOTAL Ceded Reinsurance Payables/Offsets			
31. TOTAL Net Credit for Ceded Reinsurance	418,494		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
	1	2	3	4	5	6
States, Etc.	Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CAN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domic- iliary Loca- tion	Relation- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
1311 ..	Henry Ford Health System	95814	38-3123777	.....	.....	.....	Midwest Health Plan, Inc	.. MI ..	.....	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System ..	.....
1311 ..	Henry Ford Health System Group	95844 00000	382242827 382513504	.....	.....	.....	Health Alliance Plan of Michigan	.. MI ..	UDP ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
1311 ..	Henry Ford Health System Group	60134 00000	38-3291563 38-2651185	.....	.....	.....	HAP Preferred Inc	.....	NIA ..	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System ..	.....
.....	Alliance Health and Life Insurance Company	.. MI ..	IA ...	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	270449055	.....	.....	.....	Administration System	.....	NIA ..	Health Alliance Plan of Michigan	Ownership	66.7	Henry Ford Health System ..	.....
.....	00000	20-8423038	.....	.....	.....	Research Group	.....	NIA ..	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-1357020	.....	.....	.....	HAP Community Alliance	.....	NIA ..	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2791823	.....	.....	.....	Physicians Care Health Management	.....	NIA ..	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2594841	.....	.....	.....	Henry Ford Health System	.....	UIP ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2947657	.....	.....	.....	Henry Ford Wyandotte	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-3146042	.....	.....	.....	First Optometry Vision Plans, Inc	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2679527	.....	.....	.....	Henry Ford Macomb Hospital	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2947657	.....	.....	.....	PHO of Mercy Macomb	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2565235	.....	.....	.....	Horizon Properties Inc	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	33-1210726	.....	.....	.....	Mercy Mt. Clemens Real Estate, LLC	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2433285	.....	.....	.....	Fairlane Health Services Corp	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-6553031	.....	.....	.....	Neighborhood Development LLC	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	23-7383042	.....	.....	.....	Henry Ford Continuing Care Corp	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	32-0306774	.....	.....	.....	Henry Ford Health Care Corp	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-3232668	.....	.....	.....	Self Funded Liability Plan	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	34-1877956	.....	.....	.....	Henry Ford Health System Foundation	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	26-0423581	.....	.....	.....	Henry Ford Physician Network	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-1378121	.....	.....	.....	Northwest Detroit Dialysis	.....	NIA ..	Henry Ford Health System	Ownership	56.3	Henry Ford Health System ..	.....
.....	00000	90-0659735	.....	.....	.....	Dialysis Partners of NW Ohio	.....	NIA ..	Henry Ford Health System	Ownership	57.0	Henry Ford Health System ..	.....
.....	00000	38-3322462	.....	.....	.....	Macomb Regional Dialysis	.....	NIA ..	Henry Ford Health System	Ownership	60.0	Henry Ford Health System ..	.....
.....	00000	38-2299059	.....	.....	.....	Sha Realty Corp	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-1357020	.....	.....	.....	Center for Senior Independence	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-3193008	.....	.....	.....	Henry Ford West Bloomfield	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-3322462	.....	.....	.....	Downriver Center for Oncology	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2299059	.....	.....	.....	P Cor, LLC	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....
.....	00000	38-2299059	.....	.....	.....	First Optometry Eye Care Centers, Inc	.....	NIA ..	Henry Ford Health System	Ownership	100.0	Henry Ford Health System ..	.....

Asterisk	Explanation
0000001	.....

SCHEDULE Y
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95844 ..	.. 38-2242827 ..	HEALTH ALLIANCE PLAN OF MI .....	.....	.....	.....	.....	..... 964,548	.....	.....	.....	..... 964,548	.....
.....	.. 38-1357020 ..	Henry Ford Health System .....	.....	.....	.....	.....	..... 19,104,922	.....	.....	.....	..... 19,104,922	.....
.....	.. 38-2791823 ..	Henry Ford Wyandotte Hospital .....	.....	.....	.....	.....	..... 3,413,693	.....	.....	.....	..... 3,413,693	.....
.....	.. 38-2947657 ..	Henry Ford Macomb Hospital Corp .....	.....	.....	.....	.....	..... 1,249,270	.....	.....	.....	..... 1,249,270	.....
.....	.. 26-3896897 ..	Henry Ford West Bloomfield Hospital .....	.....	.....	.....	.....	..... 27,533	.....	.....	.....	..... 27,533	.....
.....	.. 38-3232668 ..	Northwest Detroit Dialysis .....	.....	.....	.....	.....	..... 56,214	.....	.....	.....	..... 56,214	.....
.....	.. 38-168330 ..	Henry Ford Warren Campus .....	.....	.....	.....	.....	..... 1,250	.....	.....	.....	..... 1,250	.....
.. 95814 ..	.. 38-3123777 ..	MIDWEST HLTH PLAN INC .....	.....	.....	.....	.....	.. (24,817,430)	.....	.....	.....	.. (24,817,430)	.....
.....
9999999 Control Totals .....			.....	.....	.....	.....	.....	.....	X X X	.....	.....	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? Yes
 - 2. Will an actuarial opinion be filed by March 1? Yes
 - 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? Yes
 - 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? Yes

- APRIL FILING
- 5. Will Management's Discussion and Analysis be filed by April 1? Yes
 - 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? Yes
 - 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? Yes

- JUNE FILING
- 8. Will an audited financial report be filed by June 1? Yes
 - 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? Yes

- AUGUST FILING
- 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
- 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? No
 - 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? No
 - 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? No
 - 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? No
 - 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
 - 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
 - 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? No
 - 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1? No
 - 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? No
 - 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? No

- APRIL FILING
- 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? No
 - 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? No
 - 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? No
 - 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? No
 - 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? No

- AUGUST FILING
- 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? Yes

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit

9581420123600000 2012 Document Code: 360

Health Life Supplement

9581420122050000 2012 Document Code: 205

Health Property / Casualty Supplement

9581420122070000 2012 Document Code: 207

Schedule SIS

9581420124200000 2012 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies

9581420123710000 2012 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5

9581420123700000 2012 Document Code: 370

Medicare Part D Coverage Supplement

9581420123650000 2012 Document Code: 365

Approval for Relief related to five-year rotation for lead Audit Partner

9581420122240000 2012 Document Code: 224

Approval for Relief related to one-year cooling off period for inde. CPA

9581420122250000 2012 Document Code: 225

Approval for Relief related to Require. for Audit Committees

9581420122260000 2012 Document Code: 226

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES (continued)

LTC Supplemental Interrogatorries



95814201230600000 2012 Document Code: 306

Analysis of Annuity Operations by Lines of Business



95814201221400000 2012 Document Code: 214

Health Property/Casualty Supplement - Insurance Expense Exhibit



95814201221300000 2012 Document Code: 213

Supplemental Health Care Exhibit



95814201221600000 2012 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



95814201221700000 2012 Document Code: 217

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
0604.	Class Action Settlement Proceeds	X X X	12,217	32,549
0605.	.....	X X X		
0697.	Summary of remaining write-ins for Line 6 (Lines 0604 through 0696)	X X X	12,217	32,549

OVERFLOW PAGE FOR WRITE-INS

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
		Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
	Total									
0504. Revenue - Other Class Action Settlement Proceeds	12,217							12,217		X X X
0597. Summary of remaining write-ins for Line 5 (Lines 0504 through 0596)	12,217							12,217		X X X

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